

RECORDATION NO. 21666 FILED

SEP 25 '98 10-15A

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

20006-2973

RECORDATION NO. 21666 FILED

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156

SEP 25 '98

10-15AM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 23, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Santa Clara County (VTA 1998-FH)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (VTA 1998-FH), dated as of September 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement (VTA 1998-FH) (Lot 1), Head Lease Supplement (VTA 1998-FH) (Lot 2), Sublease Agreement (VTA 1998-FH), Sublease Supplement (VTA 1998-FH) (Lot 1), and Sublease Supplement (VTA 1998-FH) (Lot 2), all of which are dated September 24, 1998

The names and addresses of the parties of the enclosed documents are:

A → Head Lease Agreement  
Head Lease Supplement (Lot 1),  
and  
Head Lease Supplement (Lot 2)

Head Lessor      Santa Clara County Transit District  
3331 North First Street  
San Jose, California 95134

Head Lessee      State Street Bank and Trust Company of  
Connecticut, National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103

Mr. Vernon A. Williams  
September 23, 1998  
Page 2

Sublease Agreement  
Sublease Supplement (Lot 1)  
and  
Sublease Supplement (Lot 2)

Sublessor: State Street Bank and Trust Company of  
Connecticut, National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103

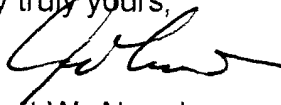
Sublessee: Santa Clara County Transit District  
3331 North First Street  
San Jose, California 95134

A description of the railroad equipment covered by the enclosed documents is attached to Schedule A to the Lease Supplement Lot 1 and Lease Supplement Lot 2.

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21666 FILED AK  
SEP 25 '98 10-15 AM

**MEMORANDUM OF HEAD LEASE SUPPLEMENT (VTA 1998-FH)  
(LOT 1)**

Memorandum of Head Lease Supplement (VTA 1998-FH) (Lot 1), made and entered into on September <sup>24 98</sup>~~23~~, 1998 by and between Santa Clara County Transit District ("Head Lessor") and State Street Bank and Trust Company of Connecticut, National Association ("Head Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Head Lease Supplement (VTA 1998-FH) (Lot 1), dated as of September <sup>24 98</sup>~~23~~, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be  
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: \_\_\_\_\_  
Name:  
Title:

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION, not in its individual capacity except  
as otherwise expressly set forth therein, but solely as  
Trustee

By:  \_\_\_\_\_  
Name: Kathy A. Larimore  
Title: Assistant Vice President

STATE OF CONNECTICUT §

COUNTY OF HARTFORD §

BEFORE ME, the undersigned notary public, on this day personally appeared KATHY A. LARIMORE of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this            day of September, 1998.

(SEAL)



Notary Public

**KAREN R. FELT**  
**NOTARY PUBLIC**

My Commission Expires 02/28/99

STATE OF \_\_\_\_\_ §

COUNTY OF \_\_\_\_\_ §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

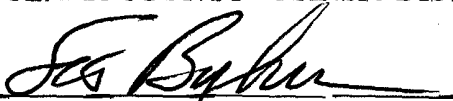
GIVEN under my hand and seal of office this            day of September, 1998.

(SEAL)

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be  
duly executed as of the date and year first above written.

SANTA CLARA COUNTY TRANSIT DISTRICT

By: 

Name:

Title:

STATE STREET BANK AND TRUST COMPANY  
OF CONNECTICUT, NATIONAL  
ASSOCIATION, not in its individual capacity except  
as otherwise expressly set forth therein, but solely as  
Trustee

By: \_\_\_\_\_

Name:

Title:

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

(SEAL)

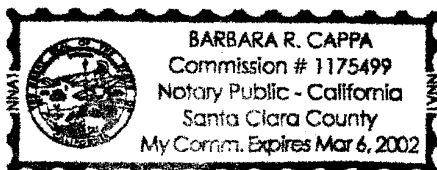
\_\_\_\_\_  
Notary Public

STATE OF California §

COUNTY OF Santa Clara §

BEFORE ME, the undersigned notary public, on this day personally appeared Scott DePue of Santa Clara County Transit District, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Santa Clara County Transit District.

GIVEN under my hand and seal of office this 21<sup>st</sup> day of September, 1998.



Barbara R. Cappa  
Notary Public

**SCHEDULE A TO HEAD LEASE SUPPLEMENT NO. 1**

Description of Railcars; Appraised Values  
Equipment Lot No. 1

Type	Running No.	Appraised Value Per Railcar
UTDC Light Rail Vehicle	818	\$2,070,000
UTDC Light Rail Vehicle	835	\$2,070,000
UTDC Light Rail Vehicle	837	\$2,070,000
UTDC Light Rail Vehicle	844	\$2,070,000
UTDC Light Rail Vehicle	850	\$2,070,000